

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 23505-B FILED

JUN 22 '01 11-84 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

June 22, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease Supplement of Railroad Equipment, dated June ~~22~~, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Memorandum of Lease of Railroad Equipment which was filed with the Board under Recordation Number 23505.

The names and addresses of the parties to the enclosed document are:

Lessor: ORIX Financial Services, Inc.
500 Town Park Lane
Suite 100
Kennesaw, GA 30144

Lessee: National Railroad Passenger
Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002

A description of the railroad equipment covered by the enclosed document is:

2 refrigerated boxcars AMTK 74020 and 74111

Mr. Vernon A. Williams
June 22, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement of Railroad Equipment

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

AMTRAK LEASE (01-A)

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK LEASE NO. 01-A) dated June 22, 2001, between ORIX FINANCIAL SERVICES, INC., a New York corporation, (the "*Lessor*"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "*Lessee*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment (AMTRAK LEASE NO. 01-A) dated as of May 15, 2001 (the "*Lease*") and that certain Lease Supplement No. 1 (AMTRAK LEASE NO. 01-A) dated as May 15, 2001 ("*Supplement No. 1* ") (the terms of each of which are incorporated herein by reference), covering the railroad equipment identified in Schedule A hereto, bearing the equipment numbers of the Lessee shown in said Schedule A including all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, the Lease and Supplement No. 2 shall be effective as of the Closing Date (as defined in the Lease);

WHEREAS, Lessee entered into that certain Sublease dated as of May 15, 2001 with ExpressTrak, L.L.C., (the "*Sublease*");

WHEREAS, pursuant to Section 15.2 of the Lease all of Lessee's right, title and interest in the Sublease have been collaterally assigned to Lessor as security for Lessee's obligations under the Lease;

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

RECORDATION NO. 23505-B FILED

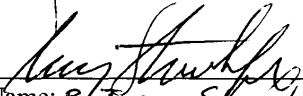
JUN 22 '01 11:34 AM

SURFACE TRANSPORTATION BOARD

AMTRAK LEASE (01-A)

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

ORIX FINANCIAL SERVICES, INC.

By: 
Name: R. Terry Standifer
Title: Vice President

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____
Name: Dale M. Stein
Title: Treasurer

AMTRAK LEASE (01-A)

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

ORIX FINANCIAL SERVICES, INC.

By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein
Name: Dale M. Stein
Title: Treasurer

AMTRAK LEASE (01-A)

STATE OF GEORGIA)
) SS.:
COUNTY OF COBB)

On this 20th day of June, 2001 before me personally appeared R. Terry Staadifer, to me personally known, who, by me being duly sworn, says that he/she is Vice President of ORIX FINANCIAL SERVICES, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Deborah L. Mund
Notary Public

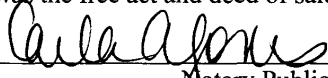
My commission expires

Notary Public, Cobb County, Georgia
My Commission Expires April 25, 2004

AMTRAK LEASE (01-A)

)
DISTRICT OF COLUMBIA) SS.:
)

On this 19 day of June, 2001, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires
Carla A. Jones
Notary Public, District of Columbia
My Commission Expires 04-30-2006

AMTRAK LEASE (01-A)

**Schedule A to
Memorandum of Lease**

DESCRIPTION OF UNITS
(AMTRAK LEASE 01-A)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74020
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74111